

# EXHIBIT D

**CAPELL & HOWARD**<sub>P.C.</sub>  
ATTORNEYS AT LAW

CHRISTOPHER W. WELLER  
334 241 8066 DIRECT  
cww@chlaw.com

October 24, 2005

***Via Certified Mail, Return Receipt Requested***

Ms. April Holton  
Holton Insurance Agency  
500 Hackel Drive  
Montgomery, Alabama 36024

Re: *GuideOne Insurance* – Ms. Kathleen Hopkins

Dear Ms. Hopkins:

I represent GuideOne Insurance Company. It recently has come to GuideOne's attention that its former agent, Ms. Kathleen Hopkins, may have entered into a business relationship with you to sell property, casualty or life insurance. Please be advised that Ms. Hopkins is bound by the terms of her GuideOne agent contract. Among other things, Ms. Hopkins' agent contract prohibits her from selling property, casualty and life insurance within a 25 mile radius of the city limits of Montgomery, Alabama for a period of one year or from assisting other persons or organizations in doing the same.

For your convenience, I have enclosed a copy of the specific provisions of Ms. Hopkins' agent contract. I strongly urge you to review these provisions with your attorney. GuideOne's position is that Ms. Hopkins cannot do through another party what she promised not to do herself.

Sincerely,



Christopher W. Weller

CWW/ag  
Enclosure  
Cc: Ann Michelson, Esq.

SENDER: COMPLETE THIS SECTION		COMPLETE THIS SECTION ON DELIVERY	
<ul style="list-style-type: none"> <li>■ Complete items 1, 2, and 3. Also complete item 4 if Restricted Delivery is desired.</li> <li>■ Print your name and address on the reverse so that we can return the card to you.</li> <li>■ Attach this card to the back of the mailpiece, or on the front if space permits.</li> </ul>		<p>A. Signature  <input checked="" type="checkbox"/> <u>April Holton</u> <input type="checkbox"/> Agent  <input type="checkbox"/> Address</p> <p>B. Received by (Printed Name) <u>April Holton</u> C. Date of Deliv <u>10-28-04</u></p> <p>D. Is delivery address different from item 1? <input type="checkbox"/> Yes          If YES, enter delivery address below: <input type="checkbox"/> No</p>	
<p>1. Article Addressed to:</p> <p><u>Ms. April Holton</u>  <u>Holton Ins. Agency</u>  <u>500 Hackel Drive</u>  <u>Montgomery, AL</u>  <u>36024</u></p>		<p>3. Service Type</p> <p><input checked="" type="checkbox"/> Certified Mail <input type="checkbox"/> Express Mail  <input type="checkbox"/> Registered <input checked="" type="checkbox"/> Return Receipt for Merchandise  <input type="checkbox"/> Insured Mail <input type="checkbox"/> C.O.D.</p> <p>4. Restricted Delivery? (Extra Fee) <input type="checkbox"/> Yes</p>	
<p>2. Article Number          (Transfer from service label)</p> <p><u>7000 0600 0027 9309 8106</u></p>			

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Capell & Howard, P.C.  
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